



LexisNexis
Document Solutions

RECORDATION NO. 22965-H FILED

FEB 11 '03 10:47 AM

SURFACE TRANSPORTATION BOARD

RECEIVED
FEB 11 2003
MAIL
MANAGEMENT
STB

February 10, 2003

Barbara Sadler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 23, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY d/b/a
PHOENIX CEMENT COMPANY**
8800 East Chaparral Road, Suite 155, Scottsdale, AZ 85250-2618

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY d/b/a PHOENIX CEMENT COMPANY** covering 79 hopper cars with reporting marks and numbers – CEFX 95405 – CEFX 95681, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #22965 dated 6/23/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

LexisNexis Document Solutions Headquarters: 801 Adlai Stevenson Drive • Springfield, IL 62703-4261

Sherry Lewey
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 23rd day of December 2002, is made by C.I.T. LEASING CORPORATION, a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and SALT RIVER PIMA-MARICOPA, INDIAN COMMUNITY d/b/a PHOENIX CEMENT COMPANY, a sovereign nation, with an address at 8800 EAST CHAPARRAL ROAD, SUITE 155, SCOTTSDALE, AZ 85250-2618 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 8, 2000 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on June 23, 2000 and given Recordation Number 22965.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

C.I.T. LEASING CORPORATION

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY
d/b/a PHOENIX CEMENT COMPANY

By: [Signature]
Name: DALE DILLUS
Title: VICE PRESIDENT, FLY AM PRODUCTS

RECORDATION NO. 22965-14 FILED

FEB 11 '03 10:47 AM

SURFACE TRANSPORTATION BOARD

SCHEDULE A

Quantity

79

Equipment Description

3,230 c.f.p.d. covered hopper cars.

Car Marks and Numbers

1	CEFX	95405	28	CEFX	95431	55	CEFX	95650
2	CEFX	95464	29	CEFX	95433	56	CEFX	95651
3	CEFX	95465	30	CEFX	95434	57	CEFX	95652
4	CEFX	95466	31	CEFX	95435	58	CEFX	95653
5	CEFX	95467	32	CEFX	95436	59	CEFX	95654
6	CEFX	95468	33	CEFX	95437	60	CEFX	95655
7	CEFX	95470	34	CEFX	95438	61	CEFX	95656
8	CEFX	95471	35	CEFX	95439	62	CEFX	95657
9	CEFX	95472	36	CEFX	95440	63	CEFX	95658
10	CEFX	95473	37	CEFX	95441	64	CEFX	95659
11	CEFX	95474	38	CEFX	95442	65	CEFX	95660
12	CEFX	95477	39	CEFX	95443	66	CEFX	95661
13	CEFX	95496	40	CEFX	95444	67	CEFX	95662
14	CEFX	95499	41	CEFX	95445	68	CEFX	95663
15	CEFX	95502	42	CEFX	95446	69	CEFX	95664
16	CEFX	95503	43	CEFX	95447	70	CEFX	95665
17	CEFX	95504	44	CEFX	95458	71	CEFX	95669
18	CEFX	95505	45	CEFX	95459	72	CEFX	95670
19	CEFX	95506	46	CEFX	95460	73	CEFX	95673
20	CEFX	95507	47	CEFX	95461	74	CEFX	95674
21	CEFX	95508	48	CEFX	95462	75	CEFX	95677
22	CEFX	95509	49	CEFX	95463	76	CEFX	95678
23	CEFX	95510	50	CEFX	95645	77	CEFX	95679
24	CEFX	95511	51	CEFX	95646	78	CEFX	95680
25	CEFX	95512	52	CEFX	95647	79	CEFX	95681
26	CEFX	95429	53	CEFX	95648			
27	CEFX	95430	54	CEFX	95649			